

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE:	§	CHAPTER 11
	§	
GTL (USA), INC.	§	CASE NO. 15-40248
	§	
Debtor.	§	
	§	

**SUPPLEMENTAL DECLARATION OF JASON B. BINFORD IN SUPPORT OF
APPLICATION TO EMPLOY KANE RUSSELL COLEMAN & LOGAN PC AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Comes now, Jason B. Binford, as states as follows:

1. "This Supplemental Declaration of Jason B. Binford is filed in support of the *Application to Employ Kane Russell Coleman & Logan PC as Counsel for the Official Committee of Unsecured Creditors* [Doc. No. 38] (the "Application"), filed on behalf of the Official Committee of Unsecured Creditors (the "Committee") of GTL (USA), Inc. (the "Debtor") pursuant to 11 U.S.C. § 1103.

2. Attached to the Application, was the Declaration of Jason B. Binford in support of the Application (the "Declaration"). This Supplemental Declaration supplements the information set forth in the Declaration.

3. This Supplemental Declaration provides information relating to: (1) my contacts with Dipesh Shah prior to my retention as proposed Committee counsel; and (2) certain information provided to me by Dipesh Shah following my retention as Committee counsel.

4. I first spoke to Dipesh Shah of AutOOpt Networks, Inc. ("AutOOpt") on February 23, 2015 when Mr. Shah called me at my office. Prior to that time I had never met Mr. Shah and was not aware of AutOOpt. Mr. Shah advised that David Harper, attorney for Haynes and Boone, LLP, provided Mr. Shah with my name and contact information. Mr. Shah inquired

about representing AutoOpt as a creditor in the Debtor's bankruptcy case. We discussed this matter and on February 24, 2015, I sent Mr. Shah an engagement letter via e-mail.

5. Mr. Shah did not immediately return a signed copy of the engagement letter. However, over the next several days, I had a number of telephone conversations with Mr. Shah and exchanged a number of e-mails with Mr. Shah, with the expectation that I would represent AutoOpt as a creditor in the Debtor's bankruptcy case. In addition, during this time period, I contacted U.S. Trustee attorney Timothy O'Neil to inquire about Committee formation. During those initial conversations, I advised Mr. O'Neil that I was counsel for AutoOpt.

6. Thereafter, and prior to the Committee formation meeting on March 6, 2015, AutoOpt determined to hire other counsel. No engagement letter was ever executed between AutoOpt and Kane Russell Coleman & Logan PC ("KRCL"). On March 2, 2015, when it became clear that AutoOpt would not engage KRCL as its counsel, I called Mr. O'Neil and made it clear that I did not, in fact, represent AutoOpt. In addition, I also made that fact clear to Debtor's counsel at the March 6, 2015 meeting of creditors.

7. At the March 6, 2015 meeting of creditors, the Committee was formed and selected KRCL as its counsel, subject to Court approval.

8. On March 8, 2015, Mr. Shah sent me via e-mail spreadsheets summarizing certain prepetition transfers allegedly made by the Debtor to its parent company (the "Spreadsheets"). In the days following, in my role as Committee counsel, I had many conversations and e-mail discussions with various Committee members, including Mr. Shah, regarding the Debtor (the "Discussions").

9. On March 16, 2015, Debtor's counsel made me aware of the existence of an *Agreed Confidentiality Agreement and Protective Order* (the "District Court Order") entered on

November 11, 2014 by the United States District Court for the Northern District of Texas, Dallas Division, in the case AutOOpt Networks vs. GTL USA, Inc., et al., No. 3:14-cv-1252-D.

10. In the *Debtor's Motion for Entry of Protective Order Regarding AutOOpt Networks, Inc.; Kunal Kapai; and the Official Committee of Unsecured Creditors* [Doc. No. 53] (the "Motion for Protective Order"), the Debtor has made certain allegations against AutOOpt with respect to the District Court Order and "inside knowledge" regarding the Debtor. See Motion for Protective Order at ¶ 42.

11. On March 23, 2015, the Committee met to discuss the issue without Mr. Shah, as an interested party, present. The Committee determined to disclose the information in this Supplemental Declaration to the Court. The Committee does not take a position on whether the District Court Order governed the Spreadsheets or the Discussions. However, the Committee takes the position that, but for the District Court Order, the Committee would have been fully entitled to review the Spreadsheets and engage in all manner of discussions regarding the Debtor.

12. I submit this Supplemental Declaration based upon the information available to me as of the date so executed and will promptly supplement this Supplemental Declaration should it become inaccurate or incomplete."

Dated: March 23, 2015
Dallas, Texas

/s/ Jason B. Binford
Jason B. Binford

CERTIFICATE OF SERVICE

I hereby certify that on March 23, 2015 a true and correct copy of the foregoing has been served on all parties receiving ECF Notification at the date and time filed and on the parties listed below via United States first class mail, postage prepaid.

/s/ Jason B. Binford
Jason B. Binford

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